

**IN THE UNITED STATES DISTRICT COURT
DISTRICT OF MASSACHUSETTS**

In re: PHARMACEUTICAL INDUSTRY)
AVERAGE WHOLESALE PRICE)
LITIGATION)

MDL No. 1456

Civil Action No. 01-12257-PBS

**DECLARATION OF SARA A. WALKER IN SUPPORT OF
PLAINTIFF BLUE CROSS AND BLUE SHIELD OF MASSACHUSETTS, INC.'S
REQUEST FOR REIMBURSEMENT FROM THE MASSACHUSETTS AND NON-
MASSACHUSETTS ASTRAZENECA CLASS 2/CLASS 3 SETTLEMENT FUNDS**

I, Sara A. Walker, depose and state:

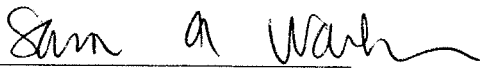
1. I am an employee of Blue Cross and Blue Shield of Massachusetts, Inc. ("BCBSMA") and serve as Associate General Counsel to BCBSMA. In that capacity, I represent BCBSMA in litigation matters. I submit this Declaration in support of BCBSMA's request for partial reimbursement for time spent in this litigation from the Massachusetts and Non-Massachusetts AstraZeneca Class 2/Class 3 Settlement Funds.
2. On July 27, 2007, Class Counsel submitted the Declaration of Steven E. Skwara in support of BCBSMA's request for reimbursement from the GSK Settlement Fund ("Skwara Declaration"), Dkt No. 4509-3. That Declaration set forth that, from November 2005 through the date of the start of the November 2006 trial, BCBSMA had expended 143 hours in non-legal employee time in furtherance of this litigation, in addition to the time spent by then in-house counsel. I adopt that Declaration and incorporate it by reference here.
3. BCBSMA has expended additional time in furtherance of this litigation, attending the trial and primarily in its active participation in the negotiations with AstraZeneca that ultimately resulted in these Settlements. Specifically, in house counsel Steven Skwara expended

approximately 40 hours attending the trial and assisting with witness preparation. In about September 2007, I became responsible for certain litigation matters, including this case. In addition to attending several court hearings over the years on this matter, I attended the mediation in New York, New York which led to the settlement agreement. BCBSMA incurred flight, hotel, and cab expenses in addition to expending my time involved in the mediation.

4. Although neither I nor the other employees involved in these efforts maintained detailed, contemporaneous records of the amount of time spent working on this litigation, based upon my memory of the events involved and my notes and correspondence I can make a well-informed, conservative estimate of the hours involved.

5. I understand from Co-Lead Counsel that the Court has previously compensated class representatives at the rate of \$100.00 per hour. Using those figures as a guide, I conservatively calculate BCBSMA's total number of hours as 183 (143 per Skwara Declaration, plus at least 40 hours of employee time at trial) and, therefore, requested reimbursement from the Settlement Funds to be based on \$18,300 (183 times \$100). BCBSMA recovered \$2,860 of those expenses in connection with the GlaxoSmithKline settlement.

Signed under the pains and penalties of perjury this 15th day of December, 2010.


Sara A. Walker

CERTIFICATE OF SERVICE

I hereby certify that I, Steve W. Berman, an attorney, caused a true and correct copy of the foregoing, **DECLARATION OF SARAH A. WALKER IN SUPPORT OF PLAINTIFF BLUE CROSS AND BLUE SHIELD OF MASSACHUSETTS, INC.'S REQUEST FOR REIMBURSEMENT FROM THE MASSACHUSETTS AND NON-MASSACHUSETTS ASTRAZENECA CLASS 2/CLASS 3 SETTLEMENT FUNDS**, to be delivered to all counsel of record by electronic service pursuant to Paragraph 11 of the Case Management Order No. 2, by sending on December 15, 2010, a copy to LEXISNexis File & Serve for posting and notification to all parties.

/s/ Steve W. Berman
Steve W. Berman